

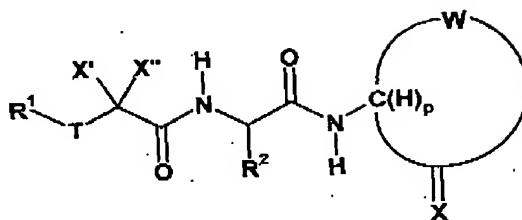
Serial No. 10/733,877

Amendments to the Claims

Claims 1-90 (canceled)

Claims 91-118 (canceled)

Claim 119 (new): A compound of Formula I:



wherein:

R¹ is C₁-C₆ alkyl; C₂-C₁₀ alkenyl; C₃-C₁₂ cycloalkyl; C₄-C₈ cycloalkenyl; C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkoxy, C₃-C₆ cycloalkyl, (C₁-C₆ alkyl)-C(O)-, benzoyl optionally substituted in the phenyl ring with 1 to 3 substituents selected from halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, trihaloalkyl, and phenyl, acylamino selected from -C(O)NH₂, -C(O)NH-(phenyl optionally substituted with halo or C₁-C₆ alkyl), -C(O)NH-(C₁-C₆ alkyl), -C(O)NH-(diphenylmethyl), and -C(O)N(C₁-C₆ alkyl)₂, carboxymethyl, aminoacyl selected from (C₁-C₆ alkyl)-C(O)NH- and (phenyl)-C(O)NH-, halo, C₁-C₆ thioalkoxy, benzylthioalkoxy, phenyl optionally substituted with 1 to 3 substituents selected from hydroxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, halo, and nitro, thienyl, 3,4-methylenedioxyphenyl, phenoxy optionally substituted with 1 to 3 halo substituents, oximino, and -SO₂-phenyl; C₂-C₁₀ alkenyl substituted with 1 to 3 substituents selected from phenyl; aryl selected from phenyl, naphthyl, and phenyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkyl, C₁-C₆ alkoxy, halo, nitro, trihalomethyl, hydroxy, and phenoxy; heteroaryl selected from thienyl, 3,4-methylenedioxyphenyl, benzothienyl, and benzofuryl optionally substituted with C₁-C₆ alkyl; or indanyl;

R² is C₁-C₆ alkyl; C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₃-C₆ cycloalkyl, halo, hydroxy, and C₁-C₆ thioalkoxy; C₃-C₆ cycloalkyl; phenyl; phenyl substituted with 1-3 substituents selected from the group consisting of C₁-C₆ alkyl, C₁-C₆ alkoxy, halo, cyano, nitro, trihalomethyl, and C₁-C₆ thioalkoxy; or thienyl;

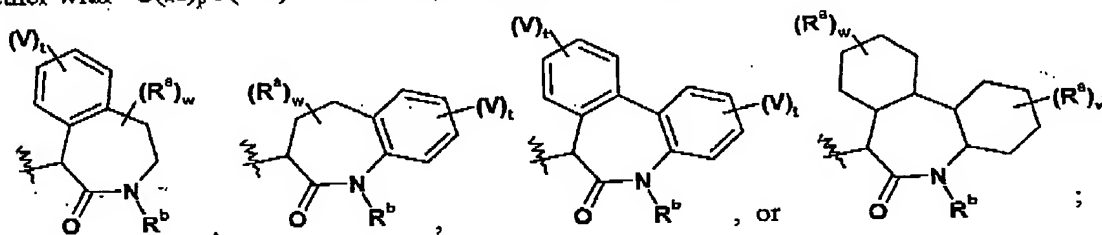
Serial No. 10/733,877

X' is hydrogen, hydroxy, or fluoro;

X'' is hydrogen, hydroxy, or fluoro;

The cyclic group defined by W together with $-C(H)_pC(=X)-$ forms a caprolactam fused to form a bi- or multi-fused ring system with one or more ring systems selected from the group consisting of cyclohexyl and phenyl which, in turn, each of such bi- or multi-fused ring systems are optionally substituted with 1 to 4 substituents selected from the group consisting of C₁-C₆ alkyl; C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkoxy, C₃-C₆ cycloalkyl, carboxyl, $-C(O)-O-(C_1-C_6 \text{ alkyl})$, halo, and phenyl; and halo.

Claim 120 (new): A compound of Claim 119 where the cyclic group defined by W together with $-C(H)_pC(=X)-$ forms a caprolactam of formula:



wherein:

R^a is independently at each occurrence C₁-C₆ alkyl or C₁-C₆ alkyl substituted with phenyl;

w is 0-2;

V is halo;

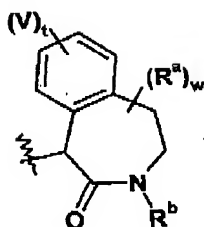
t is 0 or 1;

R^b is hydrogen; C₁-C₆ alkyl or C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkoxy, C₃-C₆ cycloalkyl, carboxyl, $-C(O)-O-(C_1-C_6 \text{ alkyl})$, halo, and phenyl.

Claim 121 (new): A compound of Claim 120 where T is a bond.

Claim 122 (new): A compound of Claim 121 where the cyclic group defined by W together with $-C(H)_pC(=X)-$ forms a caprolactam of formula:

Serial No. 10/733,877



wherein:

R^a is independently at each occurrence C_1 - C_6 alkyl or C_1 - C_6 alkyl substituted with phenyl;

w is 0-2;

V is halo;

t is 0 or 1;

R^b is hydrogen; C_1 - C_6 alkyl or C_1 - C_6 alkyl substituted with 1 to 3 substituents selected from the group consisting of C_1 - C_6 alkoxy, C_3 - C_6 cycloalkyl, carboxyl, $-C(O)-O-(C_1-C_6 \text{ alkyl})$, halo, and phenyl.

Claim 123 (new): A compound of Claim 122 where w and t are both 0.

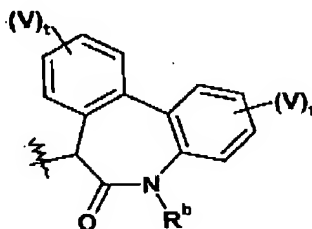
Claim 124 (new): A compound of Claim 123 where R^b is C_1 - C_6 alkyl.

Claim 125 (new): A compound of Claim 124 where R^2 is C_1 - C_6 alkyl.

Claim 126 (new): A compound of Claim 125 where R^1 is C_1 - C_6 alkyl.

Claim 127 (new): A compound of Claim 126 where one of X' and X'' is hydroxy and the other is hydrogen.

Claim 128 (new): A compound of Claim 120 where the cyclic group defined by W together with $-C(H)_pC(=X)-$ forms a caprolactam of formula:



Serial No. 10/733,877

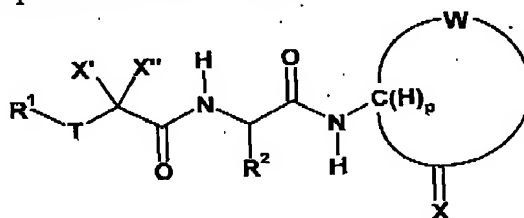
wherein:

V is halo;

t is 0 or 1;

R^b is hydrogen; C₁-C₆ alkyl; or C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkoxy, C₃-C₆ cycloalkyl, carboxyl, -C(O)-O-(C₁-C₆ alkyl), halo, and phenyl.

Claim 129 (new): A pharmaceutical composition comprising a compound of Formula I:



I

wherein:

R¹ is C₁-C₆ alkyl; C₂-C₁₀ alkenyl; C₃-C₁₂ cycloalkyl; C₄-C₈ cycloalkenyl; C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkoxy, C₃-C₆ cycloalkyl, (C₁-C₆ alkyl)-C(O)-, benzoyl optionally substituted in the phenyl ring with 1 to 3 substituents selected from halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, trihaloalkyl, and phenyl, acylamino selected from -C(O)NH₂, -C(O)NH-(phenyl optionally substituted with halo or C₁-C₆ alkyl), -C(O)NH-(C₁-C₆ alkyl), -C(O)NH-(diphenylmethyl), and -C(O)N(C₁-C₆ alkyl)₂, carboxymethyl, aminoacyl selected from (C₁-C₆ alkyl)-C(O)NH- and (phenyl)-C(O)NH-, halo, C₁-C₆ thioalkoxy, benzylthioalkoxy, phenyl optionally substituted with 1 to 3 substituents selected from hydroxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, halo, and nitro, thienyl, 3,4-methylenedioxyphenyl, phenoxy optionally substituted with 1 to 3 halo substituents, oximino, and -SO₂-phenyl; C₂-C₁₀ alkenyl substituted with 1 to 3 substituents selected from phenyl; aryl selected from phenyl, naphthyl, and phenyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkyl, C₁-C₆ alkoxy, halo, nitro, trihalomethyl, hydroxy, and phenoxy; heteroaryl selected from thienyl, 3,4-methylenedioxyphenyl, benzothienyl, and benzofuryl optionally substituted with C₁-C₆ alkyl; or indanyl;

R² is C₁-C₆ alkyl; C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₃-C₆ cycloalkyl, halo, hydroxy, and C₁-C₆ thioalkoxy; C₃-C₆ cycloalkyl; phenyl;

Serial No. 10/733,877

phenyl substituted with 1-3 substituents selected from the group consisting of C₁-C₆ alkyl, C₁-C₆ alkoxy, halo, cyano, nitro, trihalomethyl, and C₁-C₆ thioalkoxy; or thienyl;

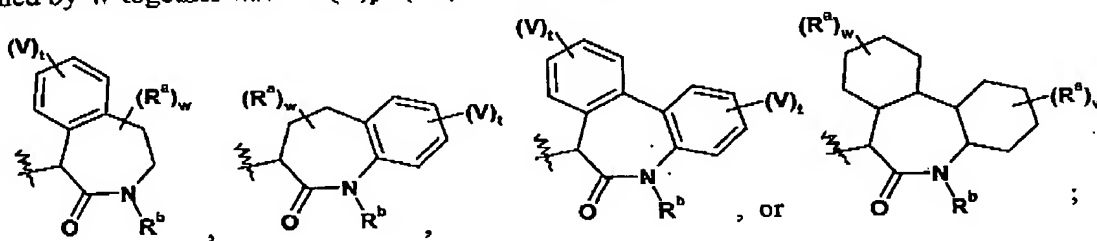
T is O, S, or a bond covalently connecting R¹ to -CX'X'', provided that when T is O or S then both X' and X'' are hydrogen;

X' is hydrogen, hydroxy, or fluoro;

X'' is hydrogen, hydroxy, or fluoro;

The cyclic group defined by W together with -C(H)_pC(=X)- forms a caprolactam fused to form a bi- or multi-fused ring system with one or more ring systems selected from the group consisting of cyclohexyl and phenyl which, in turn, each of such bi- or multi-fused ring systems are optionally substituted with 1 to 4 substituents selected from the group consisting of C₁-C₆ alkyl; C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkoxy, C₃-C₆ cycloalkyl, carboxyl, -C(O)-O-(C₁-C₆ alkyl), halo, and phenyl; and halo; and a pharmaceutically acceptable carrier.

Claim 130 (new): A pharmaceutical composition of Claim 129 where the cyclic group defined by W together with -C(H)_pC(=X)- forms a caprolactam of formula:



wherein:

R^a is independently at each occurrence C₁-C₆ alkyl or C₁-C₆ alkyl substituted with phenyl;

w is 0-2;

V is halo;

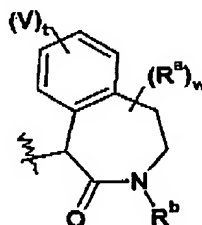
t is 0 or 1;

R^b is hydrogen; C₁-C₆ alkyl; or C₁-C₆ alkyl substituted with 1 to 3 substituents selected from the group consisting of C₁-C₆ alkoxy, C₃-C₆ cycloalkyl, carboxyl, -C(O)-O-(C₁-C₆ alkyl), halo, and phenyl.

Claim 131 (new): A pharmaceutical composition of Claim 130 where T is a bond.

Serial No. 10/733,877

Claim 132 (new): A pharmaceutical composition of Claim 131 where the cyclic group defined by W together with $-C(H)_pC(=X)-$ forms a caprolactam of formula:



wherein:

R^a is independently at each occurrence C_1-C_6 alkyl or C_1-C_6 alkyl substituted with phenyl;

w is 0-2;

V is halo;

t is 0 or 1;

R^b is hydrogen; C_1-C_6 alkyl; or C_1-C_6 alkyl substituted with 1 to 3 substituents selected from the group consisting of C_1-C_6 alkoxy, C_3-C_6 cycloalkyl, carboxyl, $-C(O)-O-(C_1-C_6$ alkyl), halo, and phenyl.

Claim 133 (new): A pharmaceutical composition of Claim 132 where w and t are both 0.

Claim 134 (new): A pharmaceutical composition of Claim 133 where R^b is C_1-C_6 alkyl.

Claim 135 (new): A pharmaceutical composition of Claim 134 where R^2 is C_1-C_6 alkyl.

Claim 136 (new): A pharmaceutical composition of Claim 135 where R^1 is C_1-C_6 alkyl.

Claim 137 (new): A pharmaceutical composition of Claim 136 where one of X' and X'' is hydroxy and the other is hydrogen.